

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

## AFFIDAVIT OF SERVICE

STATE OF NEW YORK )  
                        )  
                        ) ss.:  
COUNTY OF NEW YORK )

PETE CARIS, being duly sworn, deposes and says:

1. I am employed as a Noticing Coordinator by Epiq Bankruptcy Solutions, LLC, located at 757 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On November 10, 2011, I caused to be served:
  - a. a *cover letter from Lehman Brothers Holdings Inc.*, dated November 10, 2011, a sample of which is annexed hereto as Exhibit A, (the “Cover Letter”), and
  - b. the “Revised Notice of Proposed Allowed Claim Amount,” dated November 10, 2011, related to the “Order Pursuant to Sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 9019 Approving Procedures for the Determination of the Allowed Amount of Claims Filed Based on Structured Securities Issued or Guaranteed by Lehman Brothers Holdings Inc.,” dated August 10, 2011 [Docket No. 19120], a sample of which is annexed hereto as Exhibit B, (the “Revised Notice”),

by causing true and correct copies of:

- i. the Cover Letter and Revised Notice, personalized to include the name, address and claim number of the creditor, as well as the proposed allowed claim amount, to be enclosed securely in separate postage pre-paid envelopes and delivered via overnight mail to those parties listed on the annexed Exhibit C, and
- ii. the Cover Letter and Revised Notice, personalized to include the name, address and claim number of the creditor, as well as the proposed allowed claim amount, to be delivered via electronic mail to those parties listed on the annexed Exhibit D.

3. All envelopes utilized in the service of the foregoing contained the following legend: "LEGAL DOCUMENTS ENVLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT."

/s/ Pete Caris

Pete Caris

Sworn to before me this  
17<sup>th</sup> day of November, 2011

/s/ Panagiota Manatakis

Notary Public, State of New York

No. 01MA6221093

Qualified in Queens County

Commission Expires April 26, 2014

## **EXHIBIT A**

**LEHMAN BROTHERS HOLDINGS INC.**

November 10, 2011

Enclosed, please find a “Revised Notice of Proposed Allowed Claim Amount”, dated November 10, 2011. The Revised Notice is being sent due to changes made as a result of additional information brought to our attention by various parties. Please note, changes are italicized in Exhibit A. This notice is being sent to replace the Notice of Proposed Allowed Claim Amount previously mailed. Please disregard the prior Notice.

## **EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re : Chapter 11 Case No.  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : 08-13555 (JMP)  
 Debtors. : (Jointly Administered)

LBH LPC NTC SIMPLE 11-10-2011 (MERGE2,TXNUM2) 4000073632 BAR(23) MAIL ID \*\*\* 000053549163 \*\*\* \*\*\* BSIUSE: 1  
 FRANKLIN INCOME FUND  
 C/O RICHARD L. KUERSTEINER, ASSOCIATE GENERAL COUNSEL  
 FRANKLIN ADVISERS, INC.  
 ONE FRANKLIN PARKWAY  
 SAN MATEO, CA 94403

**THIS IS A NOTICE REGARDING YOUR CLAIM(S). YOU MUST READ IT  
AND TAKE ACTION IF YOU DISAGREE WITH THE PROPOSED ALLOWED CLAIM AMOUNT.**

**REVISED NOTICE OF PROPOSED ALLOWED CLAIM AMOUNT**

Creditor Name and Address:	Claim Number	Proposed Allowed Claim Amount
FRANKLIN INCOME FUND C/O RICHARD L. KUERSTEINER, ASSOCIATE GENERAL COUNSEL FRANKLIN ADVISERS, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403	25450	\$236,349,400.00

PLEASE TAKE NOTICE that, on August 10, 2011, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered the *Order Approving the Procedures for Determining the Allowed Amount of Claims Filed Based on Structured Securities Issued or Guaranteed by Lehman Brothers Holdings Inc.* [Docket No. 19120] (the “Order”) which provides for procedures for the determination of the allowed amount of the portion of the claim referenced above (the “Claim”) that is based on a structured security for purposes of voting and distributions under the debtors’ (the “Debtors”)<sup>1</sup> proposed chapter 11 plan (the “Plan”) in the above-referenced case.

Pursuant to the procedures approved in the Order, Lehman Brothers Holdings Inc. (“LBHI”) proposes that the allowed amount of the portion of the Claim that is based on a structured security shall be the amount set forth above under the heading “PROPOSED ALLOWED CLAIM AMOUNT.” The Debtors calculated the Proposed Allowed Claim Amount in accordance with the Structured Securities Valuation Methodologies, a copy of which is available for review on [www.lehman-docket.com](http://www.lehman-docket.com), and is also attached to the motion [Docket No. 18127] (the “Motion”) related to the Order. A detailed calculation of the Proposed Allowed Claim Amount in accordance with the Structured Securities Valuation Methodologies is included on Exhibit A annexed hereto. The Proposed Allowed Claim Amount does not have any affect on the portion of your claim that is not based on a structured security.

The Official Committee of Unsecured Creditors of LBHI and its affiliated debtors filed a statement relating to the Motion. The *Statement of Official Committee of Unsecured Creditors In Response to*

<sup>1</sup> A list of the Debtors, along with the last four digits of each Debtor’s federal tax identification number, is available on the Debtors’ website at <http://www.lehman-docket.com>.

*Debtors' Amended Motion Pursuant to Sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 9019 for Approval of Procedures For Determining the Allowed Amount of Claims Filed Based on Structured Securities Issued or Guaranteed by Lehman Brothers Holdings Inc, [Docket No. 19042] is available at [www.lehman-docket.com](http://www.lehman-docket.com) on the "Case Information" page.*

If you do NOT dispute or disagree with the Proposed Allowed Claim Amount for your Claim, then you do NOT need to file a written response and your claim will be allowed in such amount for the purposes of voting and distributions under the Plan.

**If you DO dispute or disagree with the Proposed Allowed Claim Amount for your Claim, then you MUST deliver a written response (a "Response") so that such Response is actually received no later than 4:00 p.m. October 25, 2011 (the "Response Deadline") by (i) Lehman Brothers Holdings Inc., 1271 Avenue of the Americas, New York, NY 10020 (Attn: Holly Clack and Tina Pederson), (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Alfredo R. Perez, Esq. and Mark Bernstein, Esq.) and (iii) Milbank, Tweed, Hadley and McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Evan R. Fleck, Esq. and Matthew Brod, Esq.).**

Your Response, if any, must contain at a minimum the following: (i) the name of the claimant; (ii) the claim number that is the subject of the Response; (iii) a concise statement setting forth the grounds for such Response; (iv) the address(es) to which LBHI must return any reply to your Response, if different from that presented in the proof of claim; and (v) the name, address, and telephone number of the person (which may be you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on your behalf.

**IF YOU DO NOT DELIVER A RESPONSE BY THE RESPONSE DEADLINE, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE PORTION OF YOUR CLAIM BASED ON A STRUCTURED SECURITY BEING ALLOWED FOR PURPOSES OF VOTING AND DISTRIBUTIONS UNDER THE PLAN IN THE PROPOSED ALLOWED CLAIM AMOUNT. THE MOTION DOES NOT HAVE ANY AFFECT ON THE PORTION OF YOUR CLAIM THAT IS NOT BASED ON A STRUCTURED SECURITY.**

**IF YOU SUBMIT A RESPONSE AND THE DEBTORS AND YOU ARE UNABLE TO RESOLVE ANY DISPUTES REGARDING THE PROPOSED ALLOWED CLAIM AMOUNT, THE MOTION WILL BE DEEMED AN OBJECTION TO YOUR CLAIM. THE DEBTORS MAY SEEK TO HAVE SUCH OBJECTION TO YOUR CLAIM RESOLVED EITHER BY THE COURT OR THROUGH THE COURT-APPROVED MEDIATION PROCEDURES.**

CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

DATED: November 10, 2011  
New York, New York

Exhibit A

Calculation of Proposed Allowed Claim Amount

Claim # 25450 - FRANKLIN INCOME FUND

A	B	C	D	E	F	G
Structured Security, by ISIN	Blocking Number	Maximum Allowable Amount <sup>2</sup>	Percentage of Notional Amount for which Blocking Numbers were Issued by Clearing Agencies	Aggregate Amount Distributable to Claims Based on Relevant ISIN (Equals the Product of C x D with slight differences due to rounding)	Claimant's Percentage of Notional Amount for Which Blocking Numbers were Issued by Clearing Agencies	<b>PROPOSED ALLOWED CLAIM AMOUNT</b> (Equals the Product of E x F with slight differences due to rounding)
52522L434	N/A	\$283,619,280.00	83.3300% <sup>3</sup>	\$236,349,400.00	100.0000% <sup>4</sup>	\$236,349,400.00
<b>Aggregate Proposed Allowed Claim Amount:</b>						\$236,349,400.00
<b>Claim Amount, as filed (portion based on Structured Security only):</b>						\$400,000,000.00

<sup>2</sup> Calculated in accordance with the Structured Securities Valuation Methodologies.

<sup>3</sup> This claim is for a non-Lehman Program Security note, so blocking numbers were not required. Instead, this figure represents the total sum of the claims' notional value for this note as a percentage of LBHI's September 14, 2008 outstanding notional amount or position.

<sup>4</sup> This claim is for a non-Lehman Program Security note, so blocking numbers were not required. Instead, this figure represents the claimant's percentage of notional amount.

## **EXHIBIT C**

**Claim Name****Address Information**

THE VARDE FUND IX, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND IX, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND IX-A, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND IX-A, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND VI-A, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND VI-A, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND X (MASTER), L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND X (MASTER), L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THE VARDE FUND, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
THEODOOR GILISSEN GLOBAL CUSTODY N.V.	KEIZERSGRACHT 617 AMSTERDAM 1017 DS NETHERLANDS
THEODOOR GILISSEN GLOBAL CUSTODY N.V.	TRANSFEROR: KAS BANK N.V. ATTN: MARC VAN SCHALKWIJK KEIZERSGRACHT 617 AMSTERDAM 1017 DS THE NETHERLANDS
VARDE INVESTMENT PARTNERS (OFFSHORE) MASTER, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
VARDE INVESTMENT PARTNERS (OFFSHORE) MASTER, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
VARDE INVESTMENT PARTNERS, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437
VARDE INVESTMENT PARTNERS, L.P.	TRANSFEROR: THE SEAPORT GROUP EUROPE LLP ATTN: EDWINA P.J. STEFFER 8500 NORMANDALE LAKE BOULEVARD SUITE 1570 MINNEAPOLIS MN 55437

**Total Creditor count 16**

Claim Name	Address Information
CIRKEL, J.C. AND/OR G.R. ROTGERS	GODFRIED VAN SEIJSTLAAN 26 ZEIST 3703 BS NETHERLANDS
CIRKEL, J.C. AND/OR G.R. ROTGERS	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
DUIJNISVELD-DE ROOS, C.M.J.A. AND/OR P.H.C. DUIJNI	KORNETSTRAAT 8 LOON OP ZAND 5175 SE NETHERLANDS
DUIJNISVELD-DE ROOS, C.M.J.A. AND/OR P.H.C. DUIJNI	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
ENTE VAN GILS, P.	MONTE ADI 18 AMSTERDAM 1060 NZ NETHERLANDS
ENTE VAN GILS, P.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
ETHIAS SA	ATTN: THE CFO; DEPARTEMENT FINANCES 1006 RUE DES CROISIER 24 LIEGE 4000 BELGIUM
ETHIAS SA	PAUL HERMANT BIRD & BIRD LLP AVENUE LOUISE 235 BOX 1 1050 BRUSSELS BELGIUM
FRANKLIN INCOME FUND	C/O RICHARD L. KUERSTEINER, ASSOCIATE GENERAL COUNSEL FRANKLIN ADVISERS, INC. ONE FRANKLIN PARKWAY SAN MATEO CA 94403
JANSEN, A.L.M. & A.J.H.M. JANSEN-MELSKENS	CORNELIS EVERSENSTRAAT 5 BOXMEER 5831 LZ NETHERLANDS
JANSEN, A.L.M. & A.J.H.M. JANSEN-MELSKENS	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
JONGMAN BEHEER B.V.	C/O P.A.H.T. JONGMAN DE LEPELAAR 8 MOERKAPELLE 2751 CW NETHERLANDS
JONGMAN BEHEER B.V.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
KOOL, F.	DE BEEMDEN 6 LIEMPDE 5298 VT NETHERLANDS
KOOL, F.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
KUSTERS, S.T.	WITBOL 4 DUVEN 6922 HN NETHERLANDS
KUSTERS, S.T.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
KWAAITAAL, C.TH. AND/OR P.B. KWAAITAAL-VAN NOORD	BEATRIXLAAN 10 ERMELO 3851 RT NETHERLANDS
KWAAITAAL, C.TH. AND/OR P.B. KWAAITAAL-VAN NOORD	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
MOOLHUIJSEN, A. & ZOON BEHEER B.V.	C/O F.N. MOOLHUIJSEN THEO MANN BOUWMEESTERHOF 5 AMSTERDAM 1065 HS NETHERLANDS
MOOLHUIJSEN, A. & ZOON BEHEER B.V.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
SNEL, P.H.H. AND/OR M.J. SNEL-JONGEJAN	TEN HOVESTRAAT 85 'S-GRAVENHAGE 2582 RK NETHERLANDS
SNEL, P.H.H. AND/OR M.J. SNEL-JONGEJAN	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
VAN DEN BERG, K.W. AND/OR H.J. VAN DEN BERG-GORT	DE WAARD 1 URK 8321 LT NETHERLANDS
VAN DEN BERG, K.W. AND/OR H.J. VAN DEN BERG-GORT	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
VAN DEN BROEK, A.	LISDODDELAAN 98 AMSTERDAM 1087 KA NETHERLANDS
VAN DEN BROEK, A.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
VAN STRAALEN, T.C.G. AND/OR G.S. VAN STRAALEN-VAN	MEIDOORNLAAN 44 VIANEN UT 4131 AH NETHERLANDS
VAN STRAALEN, T.C.G. AND/OR G.S. VAN STRAALEN-VAN	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM
VERHOEVEN, I.G.J.	VUURVOGEL 13 EINDHOVEN 5629 KR NETHERLANDS
VERHOEVEN, I.G.J.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM

<b>Claim Name</b>	<b>Address Information</b>
VERHULST, Z.T.	BEATRIXSTRAAT 42 BREDA 4811 SG NETHERLANDS
VERHULST, Z.T.	DEMINOR INTERNATIONAL S.C.R.L. ED.VAN NIEUWENHUYSE LAAN 6 BT.8 BRUSSELS 1160 BELGIUM

**Total Creditor count 33**

## **EXHIBIT D**

Claim No	Name	email
6009100	JANSEN, A.L.M. & A.J.H.M. JANSEN-MELSKENS	DCMS@DEMINOR.COM
6011500	KUSTERS, S.T.	DCMS@DEMINOR.COM
6025100	VAN DEN BROEK, A.	DCMS@DEMINOR.COM
6026500	KWAAITAAL, C.TH. AND/OR P.B. KWAAITAAL-VAN NOORD	DCMS@DEMINOR.COM
6026800	DUIJNISVELD-DE ROOS, C.M.J.A. AND/OR P.H.C. DUIJNISVELD	DCMS@DEMINOR.COM
6026900	VERHOEVEN, I.G.J.	DCMS@DEMINOR.COM
6027300	JONGMAN BEHEER B.V.	DCMS@DEMINOR.COM
6028900	VAN DEN BERG, K.W. AND/OR H.J. VAN DEN BERG-GORT	DCMS@DEMINOR.COM
6029100	VERHULST, Z.T.	DCMS@DEMINOR.COM
6029300	CIRKEL, J.C. AND/OR G.R. ROTGERS	DCMS@DEMINOR.COM
6029500	ENTE VAN GILS, P.	DCMS@DEMINOR.COM
6029600	SNEL, P.H.H. AND/OR M.J. SNEL-JONGEJAN	DCMS@DEMINOR.COM
6029800	MOOLHUIJSEN, A. & ZOON BEHEER B.V.	DCMS@DEMINOR.COM
6031300	KOOL, F.	DCMS@DEMINOR.COM
6031700	VAN STRAALEN, T.C.G. AND/OR G.S. VAN STRAALEN-VAN VEENENDAAL	DCMS@DEMINOR.COM
4521402	THE VARDE FUND VI-A, L.P.	ESTEFFER@VARDE.COM
4521408	THE VARDE FUND IX, L.P.	ESTEFFER@VARDE.COM
4521413	THE VARDE FUND IX-A, L.P.	ESTEFFER@VARDE.COM
4521414	VARDE INVESTMENT PARTNERS (OFFSHORE) MASTER, L.P.	ESTEFFER@VARDE.COM
4521417	VARDE INVESTMENT PARTNERS, L.P.	ESTEFFER@VARDE.COM
4521420	THE VARDE FUND X (MASTER), L.P.	ESTEFFER@VARDE.COM
4521425	THE VARDE FUND, L.P.	ESTEFFER@VARDE.COM
4873402	THE VARDE FUND, L.P.	ESTEFFER@VARDE.COM
4873404	THE VARDE FUND IX-A, L.P.	ESTEFFER@VARDE.COM
4873406	VARDE INVESTMENT PARTNERS, L.P.	ESTEFFER@VARDE.COM
4873408	THE VARDE FUND IX, L.P.	ESTEFFER@VARDE.COM
4873410	THE VARDE FUND X (MASTER), L.P.	ESTEFFER@VARDE.COM
4873412	THE VARDE FUND VI-A, L.P.	ESTEFFER@VARDE.COM
4873414	VARDE INVESTMENT PARTNERS (OFFSHORE) MASTER, L.P.	ESTEFFER@VARDE.COM
4521400	THEODOOR GILISSEN GLOBAL CUSTODY N.V.	TGSERVICES@GILISSEN.NL
4873400	THEODOOR GILISSEN GLOBAL CUSTODY N.V.	TGSERVICES@GILISSEN.NL